

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Frederick Burton, et a. Plaintiff,

8 cv 03037 (lap)

- against -

Merrill Lynch & Co., Inc., Defendant.
et al.

MOTION TO ADMIT COUNSEL
PRO HAC VICE

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the

Southern and Eastern Districts of New York, I, Jonathan K. Levine a member in good standing of
the bar of this Court, hereby move for an Order allowing the admission pro hac vice of

Applicant's Name: Aaron M. Sheanin
Firm Name: Girard Gibbs LLP
Address: 601 California Street, Suite 1400
City/State/Zip: San Francisco, CA 94108
Phone Number: (415) 981-4800
Fax Number: (415) 981-4846

Aaron M. Sheanin is a member in good standing of the Bar of the States of
California, New York and New Jersey

There are no pending disciplinary proceeding against Aaron M. Sheanin
in any State or Federal court.

Dated: 5/29/2008

City, State: San Francisco, CA

Respectfully submitted,

Sponsor's
SDNY Bar Jonathan K. Levine (JL-8390)
Firm Name: GIRARD GIBBS LLP

Address: 601 CALIFORNIA STREET, SUITE 1400
City/State/Zip: SAN FRANCISCO, CA 94108
Phone Number: (415) 981-4800
Fax Number: (415) 981-4846

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

Frederick Burton, Individually And On Behalf of)
All Others Similarly Situated,)

Plaintiff,)

v.)

Merrill Lynch & Co., Inc. and Merrill Lynch,)
Pierce, Fenner & Smith Inc.,)

Defendants.)

Case No. 1:08-cv-03037-LAP

Richard Stanton (as Trustee for Ashley Stanton),)
On Behalf of All Others Similarly Situated,)

Plaintiff,)

v.)

Merrill Lynch & Co., Inc. and Merrill Lynch,)
Pierce, Fenner & Smith Inc.,)

Defendants.)

Case No. 1:08-cv-03054-LAP

AFFIDAVIT OF JONATHAN K. LEVINE IN SUPPORT OF PLAINTIFFS'

PRO HAC VICE ADMISSION OF AARON M. SHEANIN

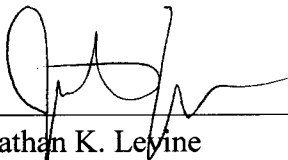
I, Jonathan K. Levine, being duly sworn, deposes and says that the following facts are true and correct to the best of my personal knowledge:

1. I am an attorney duly admitted to practice law before this Court. My admission to this Court was on March 14, 1989.
2. I am not under suspension or disbarment by any court.
3. I am a partner at the firm of Girard Gibbs LLP, and my office is located at 601 California Street, 14th Floor, San Francisco, California 94108. My telephone number is (415) 981-4800.

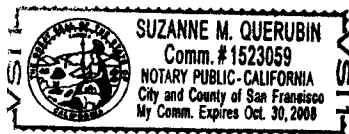
4. I make this affidavit in support of Plaintiffs' Motion for the admission of Aaron M. Sheanin *pro hac vice*.

5. I have known Aaron M. Sheanin for 8 years, and believe he will uphold the integrity of this Court, and will comply with all applicable New York Local Rules of Civil Procedure.

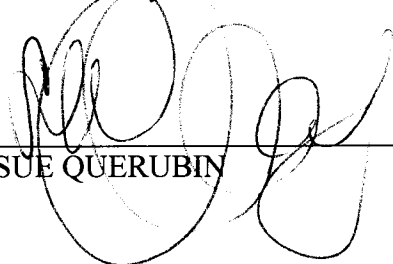
I declare under penalty of perjury and the law of the United States of America that the foregoing is true and correct. Executed this 30th day of May, 2008 at San Francisco, California.


Jonathan K. Levine

On May 30, 2008, before me, Sue Querubin, Notary Public, personally appeared Jonathan K. Levine, proved by satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.



WITNESS my hand and office seal.


SUE QUERUBIN

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

Frederick Burton, Individually And On Behalf of)
All Others Similarly Situated,)

Plaintiff,

V.

Merrill Lynch & Co., Inc. and Merrill Lynch,
Pierce, Fenner & Smith Inc.,

Defendants.

Case No. 1:08-cv-03037-LAP

Richard Stanton (as Trustee for Ashley Stanton),
On Behalf of All Others Similarly Situated,

Plaintiff,

V.

Merrill Lynch & Co., Inc. and Merrill Lynch,
Pierce, Fenner & Smith Inc.,

Defendants.

Case No. 1:08-cv-03054-LAP

**DECLARATION OF AARON M. SHEANIN IN SUPPORT OF PLAINTIFFS' *PRO HAC*
VICE MOTION**

I, Aaron M. Sheanin, pursuant to 28 U.S.C. §1746, hereby declare under the penalty of perjury as follows:

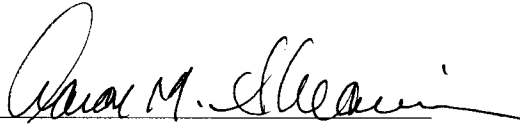
1. I am a partner at the firm of Girard Gibbs LLP, and my office is located at 601 California Street, 14th Floor, San Francisco, California 94108. My telephone number is (415) 981-4800.

2. I submit this Declaration in support of the motion to admit counsel *pro hac vice* in the above-captioned matter. As demonstrated by the Certificates of Good Standing (**Exhibits A, B & C**), I am a member in good standing of the Bar of the State of California, New York and New Jersey.

3. There are no pending disciplinary proceedings against me in any State or Federal Court.

4. Wherefore, I respectfully request that I be permitted to appear as counsel and advocate *pro hac vice* in the above-captioned matter.

I declare under penalty of perjury and the law of the United States of America that the foregoing is true and correct. Executed this 29th day of May, 2008 at San Francisco, California.



Aaron M. Sheanin

Exhibit A



THE STATE BAR OF CALIFORNIA

MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

May 2, 2008

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, AARON MICHAEL SHEANIN, #214472 was admitted to the practice of law in this state by the Supreme Court of California on August 9, 2001; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Kath Lambert", is written over a horizontal line.

Kath Lambert
Custodian of Membership Records

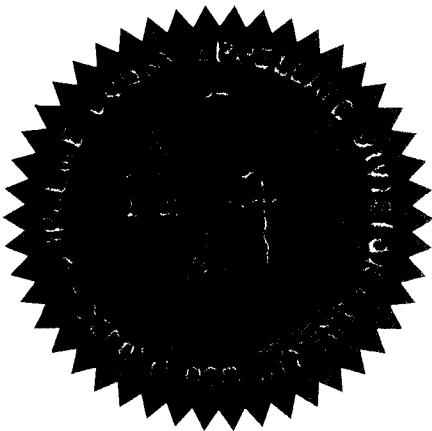
Exhibit B



**Appellate Division of the Supreme Court
of the State of New York
Second Judicial Department**

I, **James Edward Pelzer**, Clerk of the Appellate Division of the Supreme Court of the State of New York, Second Judicial Department, do hereby certify that **Aaron Michael Sheanin** was duly licensed and admitted to practice as an Attorney and Counselor-at-Law in all the courts of the State, according to the laws of the State and the court rules and orders, on the **25th** day of **July 2001**, has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counselors-at-Law on file in my office, has duly registered with the administrative office of the courts, and according to the records of this court is in good standing as an Attorney and Counselor-at-Law.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Appellate Division on **May 13, 2008**.



James Edward Pelzer

Clerk of the Court

Exhibit C

Supreme Court of New Jersey

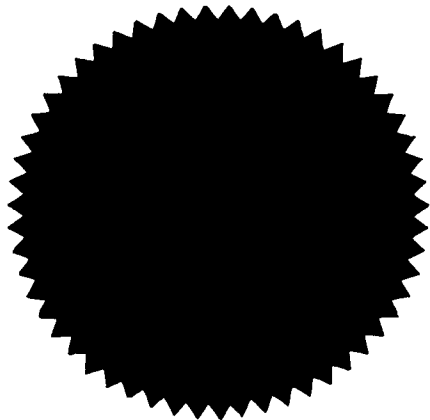


Certificate of Good Standing

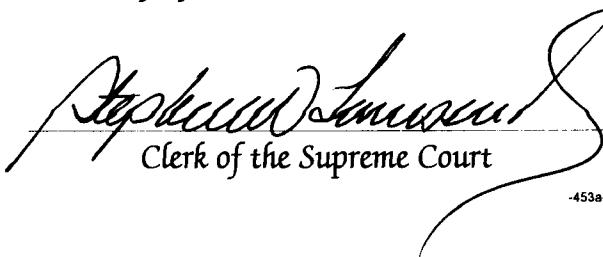
This is to certify that **AARON MICHAEL SHEANIN**
(No. **044221999**) was constituted and appointed an Attorney at Law of New
Jersey on **August 09, 2000** and, as such,
has been admitted to practice before the Supreme Court and all other courts of this State
as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in
Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing"
if the Court's records reflect that the attorney: 1) is current with all assessments
imposed as a part of the filing of the annual Attorney Registration Statement, including,
but not limited to, all obligations to the New Jersey Lawyers' Fund for Client
Protection; 2) is not suspended or disbarred from the practice of law; 3) has not
resigned from the Bar of this State; and 4) has not been transferred to Disability
Inactive status pursuant to Rule 1:20-12.

*Please note that this Certificate does not constitute confirmation of an attorney's
satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to
practice law in this State.*



In testimony whereof, I have
hereunto set my hand and
affixed the Seal of the
Supreme Court, at Trenton, this
9TH day of **May**, 20 **08**


Clerk of the Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Frederick Burton, et al. Plaintiff,

8 cv 03037 (lap)

- against -

Merrill Lynch & Co., Inc., et al. Defendant.

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Jonathan K. Levine attorney for Plaintiff, Frederick Burton
and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Aaron M. Sheanin
Firm Name: Girard Gibbs LLP
Address: 601 California Street, Suite 1400
City/State/Zip: San Francisco, CA 94108
Telephone/Fax: (415) 981-4800
Email Address: ams@girardgibbs.com

is admitted to practice pro hac vice as counsel for Plaintiff, Frederick Burton in the above
captioned case in the United States District Court for the Southern District of New York. All attorneys
appearing before this Court are subject to the Local Rules of this Court, including the Rules governing
discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall
immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice
fee to the Clerk of Court.

Dated:
City, State: New York, NY

United States District/Magistrate Judge